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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

**MIKE GLEASON, CHAIRMAN
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
KRISTIN K. MAYES
GARY PIERCE**

AZ CORP COMMISSION
DOCKET CONTROL

Arizona Corporation Commission
DOCKETED

JUN 22 2007

DOCKETED BY *SLW*

IN THE MATTER OF THE JOINT)
APPLICATION OF TIME)
WARNER TELECOM OF)
ARIZONA, LLC, XSPEDIUS)
MANAGEMENT CO. SWITCHED)
SERVICES, LLC, AND XSPEDIUS)
MANAGEMENT CO. FOR (1))
AUTHORIZATION TO)
TRANSFER ASSETS; (2))
CANCEL CC&Ns; AND (3) FOR)
ELIMINATION OF)
PERFORMANCE BOND)
)
)
)

DOCKET NO. T-03943A-07-0205
DOCKET NO. T-04112A-07-0205
DOCKET NO. T-04113A-07-0205

SECOND SUPPLEMENT
TO APPLICATION FOR
AUTHORIZATION TO
TRANSFER ASSETS

Time Warner Telecom of Arizona LLC, Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Pima County, LLC (collectively "Applicants") filed a Joint Application for Authorization to Transfer Assets on March 30, 2007. This filing supplements that Application.

Applicants hereby request a wavier of A.A.C. R14-2-2001-2007 and A.A.C. R14-2-1901-1913, which together prohibit any unauthorized change to a customer's carrier selection and prohibit unauthorized charges on a customer's bill. To the extent these

rules might arguably apply to this transfer, it is in the public interest to grant a waiver of the rules in this case. Affected customers will be given full notice that they will be transferred to a new service provider, and affected customers will not experience any change in the quality or cost of their service as a result of the transfer. Accordingly, it is in the public interest to waive A.A.C. R14-2-2001-2007 and R14-2-1901-1913 for purposes of this asset transfer.

DATED this 22nd day of June 2007.

OSBORN MALEDON, PA

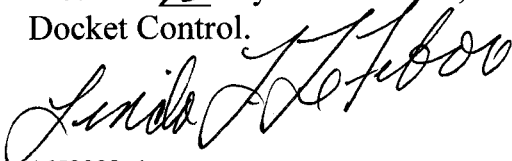
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Original and 17 copies of the foregoing
filed this 22 day of June 2007, with
Docket Control.



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